

MAR 29 1971 - 1 02 PM

INTERSTATE COMMERCE COMMISSION

INTERIM SUPPLEMENT DATED AS OF MARCH 22, 1971 TO EQUIPMENT NOTE AGREEMENT DATED AS OF DECEMBER 15, 1970 BY AND AMONG EL-PC LEASING CORPORATION (THE COMPANY), GENERAL MOTORS CORPORATION (MANUFACTURER) AND UNITED STATES TRUST COMPANY OF NEW YORK (THE TRUSTEE) AS TRUSTEE

The Company hereby confirms unto the Trustee that, by the aforesaid Equipment Note Agreement, and for good and valuable consideration, it has sold, assigned, mortgaged, transferred and set over, and by these presents does hereby sell, assign, mortgage, transfer and set over unto the Trustee, its successors and assigns, the following Diesel-Electric Locomotives (the Locomotives) constructed by Manufacturer which have been delivered under the Purchase Contract dated as of November 1, 1970, as amended (the Purchase Contract) between Manufacturer and the Company and the Lease of Railroad Equipment dated as of December 15, 1970 (the Lease) made by the Company to George P. Baker, Richard C. Bond, Jervis Langdon, Jr. and Willard Wirtz, Trustees of the property of Penn Central Transportation Company, Debtor (the Railroad Trustees):

<u>Model</u>	<u>Description</u>	<u>Quantity</u>	<u>Manufacturer's Serial Number</u>	<u>Railroad's Road Number</u>	<u>Date of Delivery</u>
SW-1500	1500 H.P. Diesel-Electric Yard Switching Locomotive	1	37063	9505	2/23/71
GP-38	2000 H.P. Diesel-Electric Road Switching Locomotive	1	36940	7881	2/24/71
SW-1500	1500 H.P. Diesel-Electric Yard Switching Locomotive	2	37064-37065	9506-9507	2/26/71
SW-1500	1500 H.P. Diesel-Electric Yard Switching Locomotive	1	37067	9509	2/28/71
SW-1500	1500 H.P. Diesel-Electric Yard Switching Locomotive	1	37066	9508	3/ 2/71

<u>Model</u>	<u>Description</u>	<u>Quantity</u>	<u>Manufacturer's Serial Number</u>	<u>Railroad's Road Number</u>	<u>Date of Delivery</u>
GP-38	2000 H.P. Diesel-Electric Road Switching Locomotive	2	36967-36968	7912-7913	3/ 8/71
GP-38	2000 H.P. Diesel-Electric Road Switching Locomotive	2	36969 36971	7914 7916	3/ 9/71
GP-38	2000 H.P. Diesel-Electric Road Switching Locomotive	2	36970 36972	7915 7917	3/12/71
GP-38	2000 H.P. Diesel-Electric Road Switching Locomotive	4	36973-36976	7918-7921	3/13/71
GP-38	2000 H.P. Diesel-Electric Road Switching Locomotive	3	36977-36978 36980	7922-7923 7925	3/17/71
GP-38	2000 H.P. Diesel-Electric Road Switching Locomotive	5	36979 36981-36984	7924 7926-7929	3/18/71
GP-38	2000 H.P. Diesel-Electric Road Switching Locomotive	2	36985-36986	7930-7931	3/19/71

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to have and to hold all and singular the Locomotives to the Trustee, its successors and assigns, for its and their own use and behoof forever, in trust nevertheless as and for the purposes set forth in said Equipment Note Agreement.

The Company hereby warrants to the Trustee, its successors and assigns that at the time of delivery of each Locomotive (i) each Locomotive was plated and numbered in accordance with the provisions of Section 1 of the Purchase Contract; and (ii) the Company had legal title to and good and lawful right to sell such Locomotive, and (iii) the title of the Company to such Locomotive was free and clear of all

claims, liens, security interests and other encumbrances of any nature whatsoever except only the rights of the Company and Manufacturer under said Equipment Note Agreement and the Railroad Trustees under the Lease; and further the Company covenants and agrees that it will defend the title to each Locomotive against the demands of all persons whomsoever based on claims originating prior to the delivery of said Locomotives by the Company under the Lease; ALL SUBJECT, HOWEVER, to the provisions of said Equipment Note Agreement and the Lease.

IN WITNESS WHEREOF the Company has caused this Supplement to be executed in its name by a duly authorized officer and its corporate seal to be hereunto affixed and duly attested, as of the 22nd day of March, 1971.

EL-PC LEASING CORPORATION

By [Signature]
Vice President

Attest:

[Signature]
Assistant Secretary

Acceptance of the trusts created with respect to the within described Diesel-Electric Locomotives is hereby acknowledged and the subjection thereof to the within-mentioned Equipment Note Agreement as part of the Trust Estate thereunder is hereby confirmed.

UNITED STATES TRUST COMPANY OF
NEW YORK

By [Signature]
Assistant Vice President

Attest:

[Signature]
Assistant Secretary

STATE OF NEW YORK }
COUNTY OF NEW YORK } ss.:

On this 25 day of March, 1971 before me personally appeared D C Collier, to me personally known, who, being by me duly sworn, says that he is a Vice President of EL-PC LEASING CORPORATION, that the seal affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

Mary M. Joyce

MARY M. JOYCE
Notary Public, State of New York
No. 126325
Qualified in Queens County
Certificate filed in New York County
Commission Expires March 30, 1972

STATE OF NEW YORK }
COUNTY OF NEW YORK } ss.:

On this 25 day of March, 1971 before me personally appeared MALCOLM J. HOOD, to me personally known, who, being by me duly sworn, says that he is an Assistant Vice President of UNITED STATES TRUST COMPANY OF NEW YORK, that the seal affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its by-laws, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

Irene R. Scocca

IRENE R. SCOCCA
Notary Public, State of New York
No. 41-8885475
Qualified in Queens County
Certificate filed in New York County
Commission Expires March 30, 1972